


**DURABLE GENERAL POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS that I, SHIRLEY MATTHEWS POUNDERS, of DeSoto County, Mississippi, do hereby appoint my Daughter, PATRICIA POUNDERS SMITH, of 1166 Lake View Drive, Hernando, Mississippi, and my Son, CHARLES ALAN POUNDERS, of 2789 Laverne, Nesbit, Mississippi, as my Attorneys in Fact with authority granted under this General Power of Attorney to perform and do any and all acts for my behalf as I could legally do in my own right, including the power to make and sign checks and drafts on any bank accounts I may own and every act that I could do myself in my own right without limitation. Either one of the above appointed Attorneys in Fact may act without the consent or permission of the other.

This Power of Attorney shall not be affected by my subsequent disability or incapacity or lapse of time and shall remain in full force and effect until expressly revoked by me (or a conservator, general guardian, or guardian of my estate if such is appointed for my benefit) and I hereby ratify and confirm all that my said attorney may do in and about the premises.

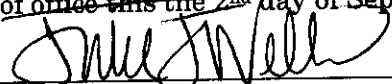
WITNESS my signature this 2<sup>nd</sup> day of September, 2008.

  
SHIRLEY MATTHEWS POUNDERS

STATE OF MISSISSIPPI  
COUNTY OF DESOTO

This day personally appeared before me, the undersigned authority in and for said County and State, the within named SHIRLEY MATTHEWS POUNDERS, who being duly sworn acknowledged signing and executing the above and foregoing Durable General Power of Attorney on the day and date therein mentioned as a free and voluntary act and deed and for the purpose therein expressed.

Given under my hand and official seal of office this the 2<sup>nd</sup> day of September, 2008.

  
Notary Public

My commission expires:

PREPARED BY:  
Walker, Brown & Brown, P.A.  
P.O. Box 276  
2540 Highway 51 South  
Hernando, MS 38632  
662-429-5277; 901-521-9292

168jjw Pounders, Shirley Matthews POA

